

MEMORANDUM OF LAW IN SUPPORT OF DEFENDANT
NADER POURHASSAN'S MOTION TO DISMISS INDICTMENT

EXHIBIT A

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Pourhassan Nader</u> (Last) (First) (Middle) <u>1111 MAIN STREET, SUITE 660</u> (Street) <u>VANCOUVER WA 98660</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CytoDyn Inc. [CYDY]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/30/2020		M		200,000	A	\$0.9	517,417	D	
Common Stock	04/30/2020		M		325,000	A	\$0.87	842,417	D	
Common Stock	04/30/2020		M		152,000	A	\$0.75	994,417	D	
Common Stock	04/30/2020		M		600,000	A	\$1.09	1,594,417	D	
Common Stock	04/30/2020		M		199,800	A	\$0.57	1,794,217	D	
Common Stock	04/30/2020		M		600,000	A	\$0.8	2,394,217	D	
Common Stock	04/30/2020		M		116,550	A	\$0.49	2,510,767	D	
Common Stock	04/30/2020		M		1,000,000	A	\$0.565	3,510,767	D	
Common Stock	04/30/2020		M		187,817	A	\$0.39	3,698,584	D	
Common Stock	04/30/2020		M		2,000,000	A	\$0.63	5,698,584	D	
Common Stock	04/30/2020		S		2,219,837	D	\$3.5312 ⁽¹⁾	3,478,747	D	
Common Stock	05/01/2020		S		1,399,685	D	\$3.2644 ⁽²⁾	2,079,062	D	
Common Stock	05/04/2020		M		30,933	A	\$0.39	2,109,995	D	
Common Stock	05/04/2020		S		1,201,652	D	\$2.7904 ⁽³⁾	908,343	D	
Common Stock								15,570	I	By Spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$0.9	04/30/2020		M		150,000		06/30/2018	06/30/2025	Common Stock	150,000	\$0	0	D	
Employee Stock Option	\$0.87	04/30/2020		M		325,000		11/23/2015	11/23/2025	Common Stock	325,000	\$0	0	D	
Employee Stock Option	\$0.75	04/30/2020		M		152,000		01/04/2016	01/04/2026	Common Stock	152,000	\$0	0	D	
Employee Stock	\$1.09	04/30/2020		M		600,000		06/01/2019	06/01/2026	Common Stock	600,000	\$0	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option															
Employee Stock Option	\$0.57	04/30/2020		M		199,800		06/01/2019	06/01/2027	Common Stock	199,800	\$0	100,200 ⁽⁴⁾	D	
Employee Stock Option	\$0.9	04/30/2020		M		50,000		06/18/2019	06/18/2029	Common Stock	50,000	\$0	0	D	
Employee Stock Option	\$0.8	04/30/2020		M		600,000		02/15/2018	02/15/2023	Common Stock	600,000	\$0	0	D	
Employee Stock Option	\$0.49	04/30/2020		M		116,550		06/08/2019	06/08/2028	Common Stock	116,550	\$0	233,450 ⁽⁵⁾	D	
Employee Stock Option	\$0.565	04/30/2020		M		1,000,000		04/08/2019	11/08/2028	Common Stock	1,000,000	\$0	0	D	
Employee Stock Option	\$0.39	04/30/2020		M		187,817		04/07/2019	10/07/2029	Common Stock	187,817	\$0	187,183 ⁽⁶⁾	D	
Employee Stock Option	\$0.63	04/30/2020		M		2,000,000		12/19/2019	12/19/2029	Common Stock	2,000,000	\$0	0	D	
Employee Stock Option	\$0.39	05/04/2020		M		30,933		10/07/2019	10/07/2029	Common Stock	30,933	\$0	156,250 ⁽⁶⁾	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$3.44 to \$3.74. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
2. This transaction was executed in multiple trades at prices ranging from \$3.13 to \$3.54. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
3. This transaction was executed in multiple trades at prices ranging from \$2.53 to \$3.00. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
4. Option grant vests over a three year period beginning June 1, 2018.
5. Option grant vests over a three year period beginning June 8, 2019.
6. Option grant vests in equal monthly installments over a 12-month period beginning October 7, 2019.

Arian Colachis, Attorney-in-fact 05/04/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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